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**Apr 18 1997 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N15089 (8)
 1. Corporation Name
CORNERSTONE FOUNDATION, INC.



Principal Place of Business C/O BERNARD LEE RUSSELL 400 MAITLAND AVENUE ALTAMONTE SPRINGS FL 32701	Mailing Address C/O BERNARD LEE RUSSELL 400 MAITLAND AVENUE ALTAMONTE SPRINGS FL 32701-5419
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3. Date Incorporated or Qualified 05/23/1986	3a. Date of Last Report 01/26/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 30
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4. FEI Number 59-2834045	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**RUSSELL, BERNARD LEE
400 MAITLAND AVENUE
ALTAMONTE SPRINGS FL 32701**

10. Name and Address of New Registered Agent

81 Name PERRY L. NIES
82 Street Address (P.O. Box Number is Not Acceptable) 400 MAITLAND AVENUE
83 ALTAMONTE SPRINGS
84 City FL
85 Zip Code 32701

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE: *Perry L. Nies* DATE: 2/14/97
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE PO	NAME RUSSELL, BERNARD LEE	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 2617 TIERRA CIR	CITY-ST-ZIP WINTER PARK FL	
TITLE T	NAME DAYTON, DAVID T.	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 2600 MAITLAND CTR #268	CITY-ST-ZIP MAITLAND FL	
TITLE VPS	NAME DAYTON, DAVID T.	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 2600 MAITLAND CTR #268	CITY-ST-ZIP MAITLAND FL	
TITLE D	NAME RADER, SHAWN G.	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 215 NORTH EOLA DRIVE	CITY-ST-ZIP ORLANDO FL	
TITLE D	NAME KNUDSEN	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 480 E. WEBSTER	CITY-ST-ZIP WINTER PARK FL	
TITLE	NAME	<input type="checkbox"/> DELETE
STREET ADDRESS	CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PDT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME PERRY L. NIES	
1.3 STREET ADDRESS 30 MAITLAND GROVES ROAD	
1.4 CITY-ST-ZIP MAITLAND, FL 32751	
2.1 TITLE DVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME MARION JOHANSSON	
2.3 STREET ADDRESS 402 WINDMEADOWS STREET	
2.4 CITY-ST-ZIP ALTAMONTE SPRINGS, FL 32701	
3.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME W. EUGENE PIPKIN	
3.3 STREET ADDRESS 426 HILLDALE LANE	
3.4 CITY-ST-ZIP MAITLAND, FL 32751	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Perry L. Nies* DATE: 2/14/97 407-830-8808
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #0012547

CR2E037 (9/96)